



BOARD OF DIRECTORS MEETING MINUTES
November 20, 2024 (3:00 – 5:00 PM)
Regular Meeting
2121 SW Broadway, Portland, OR 97201

BOARD MEMBERS PRESENT

RJ Gillespie, Board Chair
Christa Shively, Board Vice Chair
Rachel Banks
Jeff Conklin
Rod Cook
Eric Hunter
Candice Jimenez
Kyle King
Holden Leung
Andrew Mendenhall
Merrin Permut
Bettyna Rosales
Mjere Simantel
Jennifer Stacy
Katrina Holland

BOARD MEMBERS ABSENT

Hilary Flaming
Joe Hardman
Monta Knudson

STAFF PRESENT

Mindy Stadtlander
Maggie Bennington-Davis
Graham Bouldin
Christine Kan
Mark Lewis
Beth Spinning
Christine Bernsten
Maria Tafolla
Karla Tupper

GUESTS

Alexa Galluzzo (PacificSource)
Nora Liebowitz (CareOregon)
Adam Romney (Davis Wright Tremaine)
Jon Cascino (Providence)
Twila Cain-Pierce (Kaiser)
Khalid Wahab (OHSU)
Justin Huff (Legacy)

CALL TO ORDER: The Board of Directors meeting was called to order at 3:00 p.m. by the Chair, RJ Gillespie. The meeting was held in-person and via Teams as a hybrid meeting where all participants could hear and participate.

COMMITTEE REPORTS: The Board heard reports from the following Board committees.

Governance & Operational Excellence Committee: Rod Cook reported on the Governance & OpEx Committee meeting held on Monday, November 18th. The Committee discussed contract approvals that will be presented to the Board at today's meeting for discussion and approval. The Committee also discussed the annual compliance review module and two Health Share policies.



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Quality Health & Outcomes Committee: Candice Jimenez reported on the Committee’s November 6th meeting. The Committee discussed quality metric performance for 2024. Specifically, the Committee discussed overall performance improvement by the network to achieve the highest possible performance, including well-child visits and post-partum care visits. Moreover, the Committee discussed the social and emotional health action plan and investments to expand capacity. The Committee then discussed the ecosystem update, including expanded service plans to strengthen and sustain substance abuse care strategies.

Community Impact Committee: Merrin Permut reported on the Committee’s October 23rd meeting. The Committee heard a presentation from county representatives regarding 2025 global budget requests. The Committee also discussed release of Financial Incentive Oversight Committee (FIOC) funds. Health Share staff shared information regarding the Community Health Improvement Plan changes for 2025, and SHARE investments for 2025.

Finance & Audit Committee: Eric Hunter reported on the Committee’s November 19th meeting. The Committee discussed the financial report, MLR monthly report, and tracking expense management by plan partners. The Committee reviewed and recommended a policy for Board approval. The Committee also discussed the formal Global Budget Workgroup and looks forward to receiving a formal recommendation from the Workgroup for the Committee’s full consideration.

Community Advisory Council: Candice Jimenez reported on the Committee’s meeting on November 13th. The CAC discussed operations, identifying 2025 agenda topics and Health Share’s community engagement strategy. The Committee also discussed the community health improvement plan roll-out in 2025, as well as strategies for the recruitment of future CAC participants.

CHAIR REPORT: RJ Gillespie discussed the state of healthcare in the current and future political environment and encouraged Board members and staff to lean into supporting the mission of the Health Share collaborative.

CEO REPORT: Mindy Stadlander shared information regarding the Providence behavioral health services building; the roll-out of HRSN benefits; the use of the call center to coordinate HRSN benefits; and coordination of services between hospital and homeless services. Mindy also highlighted that the Board will discuss preparations for the next state legislative session and re-procurement at the next Board meeting.



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CONSENT AGENDA:

RJ Gillespie presented, and the Board voted on the following consent agenda.

ACTION: Following a motion by Rod Cook and a second by Andy Mendenhall, the Board approved the following consent agenda items, with all Directors voting in favor:

- Board of Directors Meeting Minutes October 16, 2024
- Community Impact Committee Minutes, August 28, 2024
- Quality & Health Outcome Committee Minutes, October 9, 2024
- QUAL 01 Grievance System Overview Policy
- QUAL 11 Quality of Care Peer review Policy
- Governance & OpEx Committee Minutes, October 10, 2024
- INFOSEC-08 Data Sharing Policy
- Finance Committee Minutes, October 15, 2024
- FIN-C-04 Restricted Reserves and Investment Policy

INVESTMENT APPROVALS

Maria Tafolla and Christine Bernsten presented to the Board regarding Health Share’s 2024 SHARE program commitments, and how the SHARE funding has enabled improvements enacted by Oregon Health Community Workers Association (ORCHWA) as one of the funding recipients. Maria and Christine also discussed proposed ongoing engagement and monitoring processes for funding recipients. A Board discussion ensued.

ACTION: Andrew Mendenhall moved, and Candice Jimenez seconded the approval of Health Share’s 2024 SHARE Program commitment of the Oregon Health Community Workers Association (ORCHWA) investment. The Board approved the motion with all Board members voting in favor.

Maria Tafoya and Christine Bernsten then presented to the Board regarding a proposal presented by the Autism Assessment Capacity Project (AACP) and Autism ALERT. AACP and Autism ALERT brought forward a joint proposal to allocate funds designed to make changes to improve access to autism assessments and care delivery in the tri-county area. The proposal included a scope of work, engagement plan, inter-system



BOARD OF DIRECTORS MEETING MINUTES

November 20, 2024 (3:00 – 5:00 PM)

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meeting proposal, and proposals to align with payer initiatives, as well as AACF's and ALERT's proposed deliverables. A Board discussion ensued.

ACTION: Mjere Simantel moved, and Jennifer Stacy seconded the approval release of Remaining Financial Incentive Oversight Committee (FIOC) funds for Developmental Pediatric Access Investment with all Board members voting in approval, except that Jeff Conklin abstained.

Christa Shively left the meeting at 3:51 p.m.

COMMUNITY HEALTH IMPROVEMENT PLAN

Christine Kan presented to the Board on the Community Health Improvement Plan, including priority areas of access to equitable care, prevention, and social health needs, and planning through 2029. Christine shared reflections about the need for interconnectedness, alignment, access, increased support, and health literacy training. Board discussion ensued.

Christa Shively returned to the meeting at 3:56 p.m.

ACTION: Candice Jimenez moved and Mjere Simantel seconded the approval of Health Share's 2024-2027 Community Health Improvement Plan, with all Board members voting in approval.

Katrina Holland joined meeting at 4:00 p.m.

BOARD MEMBER ROLES AND CONFLICT OF INTEREST

Adam Romney presented to the Board on the Board Member fiduciary duties and conflict of interest. Board discussion ensued.

ACTION: Christa Shively moved, and Jeff Conklin seconded the approval of CORP 1 Conflict of Interest Policy with all Board members voting in favor.



BOARD OF DIRECTORS MEETING MINUTES

November 20, 2024 (3:00 – 5:00 PM)

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CONTRACT APPROVALS

Beth Spinning presented the following new agreements and amendments from OHA to Health Share contracts for the Board’s review and approval.

Mjere Simantel left the meeting at 4:32 p.m.

Mjere Simantel returned to the meeting at 4:37 p.m.

- “Amended and Restated Health Plan Services Contract, Coordinated Care Organization, Contract #161759” with Oregon Health Authority, effective January 1, 2025
- “Non-Medicaid Amended and Restated Health Plan Services Contract, Coordinated Care Organization, Contract #163536” with Oregon Health Authority, effective January 1, 2025
- “Amended and Restated Oregon Health Plan Bridge – Basic Health Plan Services Contract, Coordinated Care Organization, Contract #PO-44300-00030976” with Oregon Health Authority, effective January 1, 2025
- “Amendment Number 34 to State of Oregon – Oregon Health Plan Health Services Contract Coordinated Care Organization, Contract #161759” with Oregon Health Authority, effective January 1, 2025
- “Amendment Number 2 to State of Oregon Oregon Health Plan Bridge – Basic Health Program Health Plan Services, Contract Coordinated Care Organization, Contract # PO-44300-00030976” with Oregon Health Authority, effective July 1, 2024
- “Amendment Number 1 to State of Oregon Oregon Health Plan Bridge – Basic Health Program Health Plan Services Contract Coordinated Care Organization” with Oregon Health Authority, effective July 1, 2024

ACTION: Bettyna Rosales moved, and Candice Jimenez seconded the approval of the OHA agreements and amendments set forth above. All Board members voted in favor.

Beth Spinning then presented the following Health Share subcontracts with its delegated plan partners for the Board’s review and approval:



BOARD OF DIRECTORS MEETING MINUTES

November 20, 2024 (3:00 – 5:00 PM)

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2121 SW Broadway, Portland, OR 97201

- “2025 Amended and Restated Integrated Delivery System Participation Contract” with IDSs (Kaiser, OHSU, PacificSource and Providence), effective January 1, 2025
- “2025 Amended and Restated Non-Medicaid Integrated Delivery System Participation Agreement” with IDSs (Kaiser, OHSU, PacificSource and Providence), effective January 1, 2025
- “2025 Basic Health Program Integrated Delivery System Participation Contract” with IDSs (Kaiser, OHSU, PacificSource and Providence), effective January 1, 2025
- “First Amendment to Basic Health Program Integrated Delivery System Participation Contract” with IDSs (Kaiser, OHSU, PacificSource and Providence), effective July 1, 2024

ACTION: Mjere Simantel moved, and Rachel Banks seconded the approval of the new and amended Health Share agreements with IDS partners. All Board members voted in favor, with Christa Shively, Jennifer Stacy, Jeff Conklin and Merrin Permut abstaining.

Beth Spinning then presented the following Health Share subcontracts with its ICN plan partner for the Board’s review and approval:

- “2025 Amended and Restated Integrated Community Network Participation Contract” with ICN (CareOregon), effective January 1, 2025
- “2025 Amended and Restated Non-Medicaid Integrated Community Network Participation Agreement” with ICN (CareOregon), effective January 1, 2025
- “2025 Basic Health Program Integrated Community Network Participation Contract” with ICN (CareOregon), effective January 1, 2025
- “First Amendment to Basic Health Program Integrated Community Network Participation Contract” with ICN (CareOregon), effective July 1, 2024
- “Fourth Amended and Restated Administrative Services Agreement” with CareOregon, effective January 1, 2025




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ACTION: Christa Shively moved, and Candice Jimenez seconded the approval of the new and amended Health Share agreements with the ICS. All Board members voted in favor, with Eric Hunter abstaining.

GLOBAL BUDGET:

Mark Lewis and Mindy Stadlander presented on the 2025 Global Budget Workgroup recommendations regarding several open and ongoing budget issues. Mark presented information regarding primary rate setting concerns and Health Share strategies to address rates; key budgeting considerations; high risk behavioral health system improvement; CCO administrative requirements; capacity for HRSN implementation; and relationship with public health. Mark presented the recommendations that the Global Budget Workgroup has developed to date and noted that additional recommendations will be forthcoming from the Workgroup. Board discussion ensued.

ADJOURNMENT: There being no further business, RJ Gillespie adjourned the Board of Directors meeting at 5:03 p.m.

Signed by:

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RJ Gillespie, *Chair*

DocuSigned by:

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Adam Romney, *Recorder*